Seaspan CORP Form SC 13D/A June 15, 2018

United States

Securities and Exchange Commission

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(a) and Amendments Thereto Filed Pursuant to § 240.13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Seaspan Corporation

(Name of Issuer)

Series D Preferred Shares, par value \$0.01

(Title of Class of Securities)

Y75638109

(CUSIP Number)

Jeffrey Ferguson

The Carlyle Group

1001 Pennsylvania Avenue, NW

Suite 220 South

Washington, D.C. 20004

(202) 729-5626

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 13, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No	o. Y7563810	09	13D	Page 1 of 35 page				
1	Names of	of Reporting Persons						
2	Check the	The Carlyle Group L.P. Check the Appropriate Box if a Member of a Group (a) (b)						
3	SEC Use (Onl	у					
4	Source of	Fu	nds (See Instructions)					
5	OO Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) Citizenship or Place of Organization							
NUMB		7	Sole Voting Power					
SHA		8	0 Shared Voting Power					
OWNF EAG REPOF	СН	9	1,869,200 Sole Dispositive Power					
PER!	SON 1	10	0 Shared Dispositive Power					

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,869,200

- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

CUSIP No	o. Y75638109	13D	Page 2 of 35 page			
1	Names of Reporting Persons					
2		up Management L.L.C. ppropriate Box if a Member of a Group				
3	SEC Use Onl	ly				
4	Source of Fu	nds (See Instructions)				
5	OO Check if disc	losure of legal proceedings is required pursuant to Items 2(d) or 2(e)				
6	Citizenship or Place of Organization					
NUMBI	Delaware 7 ER OF	Sole Voting Power				
SHA1	Q	0 Shared Voting Power				
OWNE EAC REPOR	CH 9	1,869,200 Sole Dispositive Power				
PERS WIT	SON 10	0 Shared Dispositive Power				

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,869,200

- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

OO (Delaware limited liability company)

CUSIP No.	Y75638109	13D	Page 3 of 35 pages
1	Names of Re	porting Persons	
2		dings II GP L.L.C. oppropriate Box if a Member of a Group	
3	SEC Use Onl	ly	
4	Source of Fu	nds (See Instructions)	
	OO Check if disc	losure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizenship o	r Place of Organization	
NUMBEI	Delaware 7 R OF	Sole Voting Power	
SHAR BENEFICI	o	0 Shared Voting Power	
OWNED	Н 9	0 Sole Dispositive Power	
REPORT PERSO WITH	ON 10	0 Shared Dispositive Power	

- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

 13 Percent of Class Represented by Amount in Row (11)
- **14** Type of Reporting Person

OO (Delaware limited liability company)

CUSIP No	o. Y756381	109	13D	Page 4 of 35 page					
1	Names of	Names of Reporting Persons							
2		Carlyle Holdings II L.P. Check the Appropriate Box if a Member of a Group (a) (b)							
3	SEC Use	On	ly						
4	Source of	f Fu	nds (See Instructions)						
5	OO Check if	disc	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)						
6	Citizenship or Place of Organization								
NUMB	Québec ER OF	7	Sole Voting Power						
SHA		8	0 Shared Voting Power						
OWNE EAC	СН	9	0 Sole Dispositive Power						
REPOR PERS WI	SON	10	0 Shared Dispositive Power						

- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
 - 0
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Percent of Class Represented by Amount in Row (11)
 - 0%
- **14** Type of Reporting Person

PN (Québec société en commandite)

CUSIP No	. Y75638109	13D	Page 5 of 35 pages		
1	Names of Re	eporting Persons			
2		Cayman Investment Holdings, L.P. ppropriate Box if a Member of a Group			
3	SEC Use On	ıly			
4	Source of Fu	ands (See Instructions)			
5	OO Check if disc	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)			
6	Citizenship or Place of Organization				
NUMBE	Cayman Isla 7 CR OF	ands Sole Voting Power			
SHAI BENEFIC	Q	0 Shared Voting Power			
OWNE EAC		0 Sole Dispositive Power			
REPOR PERS		0			
WIT	'H 10	Shared Dispositive Power			

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

CUSIP No.	Y75638	3109	13D	Page 6 of 35 pages
1	Names o	of Re	porting Persons	
2			Cayman Investment Holdings Sub L.P. opropriate Box if a Member of a Group	
3	SEC Use	e Onl	у	
4	Source o	of Fu	nds (See Instructions)	
	OO Check if	disc	losure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizens	hip o	r Place of Organization	
NUMBE	Caymar R OF		ands Sole Voting Power	
SHAR BENEFICI		8	0 Shared Voting Power	
OWNEI EAC	Н	9	0 Sole Dispositive Power	
REPORT PERSO	ON	10	0 Shared Dispositive Power	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

CUSIP No	o. Y75638109	13D	Page 7 of 35 pages
1	Names of Re	eporting Persons	
2		ral Partner, L.L.C. ppropriate Box if a Member of a Group	
3	SEC Use On	ly	
4	Source of Fu	nds (See Instructions)	
5		closure of legal proceedings is required pursuant to Items 2(d) or 2(e) or Place of Organization	
NUMBI	Cayman Isla 7 ER OF	ands Sole Voting Power	
SHAI BENEFIC	Q	0 Shared Voting Power	
OWNE EAC REPOR	CH 9	0 Sole Dispositive Power	
PERS WIT	SON 10	0 Shared Dispositive Power	

- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

 0 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

 13 Percent of Class Represented by Amount in Row (11)

 0%

 14 Type of Reporting Person
 - **OO** (Cayman Islands Exempted Company)

CUSIP No. Y75638109			13D	Page 8 of 35 pages
1	Names of			
2	TC Grou Check th			
3	SEC Use	On	ly	
4	Source of	f Fu	nds (See Instructions)	
5	OO Check if	disc	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizensh	nip o	or Place of Organization	
NUMBI	Cayman ER OF	Isla 7	ands Sole Voting Power	
SHAI		8	0 Shared Voting Power	
OWNE EAC		9	0 Sole Dispositive Power	
REPOR				
PERS WIT		10	0 Shared Dispositive Power	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

CUSIP No	o. Y75638109	13D	Page 9 of 35 pages
1	Names of Re	porting Persons	
2		estment A Cayman, L.P. opropriate Box if a Member of a Group	
3	SEC Use On	ly	
4	Source of Fu	nds (See Instructions)	
5		closure of legal proceedings is required pursuant to Items 2(d) or 2(e) or Place of Organization	
NUMBI	Cayman Isla 7 ER OF	ands Sole Voting Power	
SHA1 BENEFIC	Q	0 Shared Voting Power	
OWNE EAC		0 Sole Dispositive Power	
REPOR PERS WIT	SON 10	0 Shared Dispositive Power	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

CUSIP No	o. Y75638109	13D	Page 10 of 35 pages
1	Names of Re	eporting Persons	
2		estment B Cayman, L.P. ppropriate Box if a Member of a Group	
3	SEC Use On	ly	
4	Source of Fu	nds (See Instructions)	
5		closure of legal proceedings is required pursuant to Items 2(d) or 2(e) or Place of Organization	
NUMBI	Cayman Isla 7 ER OF	ands Sole Voting Power	
SHA	RES	0 Shared Voting Power	
OWNE EAC	CH 9	0 Sole Dispositive Power	
REPOR PERS WIT	SON 10	0 Shared Dispositive Power	

11 Aggregate Amount Beneficially Owned by Each Reporting Person 0 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

12

14 Type of Reporting Person

CUSIP No	o. Y75638109	13D	Page 11 of 35 pages			
1	Names of Reporting Persons					
2	CAP III, L.I Check the Ap	oppropriate Box if a Member of a Group				
3	SEC Use On	ly				
4	Source of Fu	nds (See Instructions)				
5	OO Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)					
6	Citizenship o	or Place of Organization				
NUMBE	Delaware 7 ER OF	Sole Voting Power				
SHAI BENEFIC	Q	0 Shared Voting Power				
OWNE EAC REPOR	СН 9	0 Sole Dispositive Power				
PERS WIT	SON 10	0 Shared Dispositive Power				

- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

 0 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

 13 Percent of Class Represented by Amount in Row (11)

 0%

 14 Type of Reporting Person
 - OO (Delaware limited liability company)

CUSIP No.	. Y75638109	13D	Page 12 of 35 pages
1	Names of Re	eporting Persons	
2		neral Partner, L.P. ppropriate Box if a Member of a Group)	
3	SEC Use On	ıly	
4	Source of Fu	ands (See Instructions)	
	OO Check if disc	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizenship o	or Place of Organization	
NUMBE	Cayman Isla 7 CR OF	ands Sole Voting Power	
SHAR	0	0 Shared Voting Power	
OWNE EAC REPOR'	Н 9	0 Sole Dispositive Power	
PERS WIT	ON 10	0 Shared Dispositive Power	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0
Check if the Aggregate Amount in Row (11) Excludes Certain Shares

Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

CUSIP No	. Y75638109	13D	Page 13 of 35 page 13					
1	Names of Re	eporting Persons						
2		-Investment, L.P. ppropriate Box if a Member of a Group)						
3	SEC Use On	ly						
4	Source of Funds (See Instructions)							
5	OO Check if disc	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)						
6	Citizenship or Place of Organization							
NUMBE	Cayman Isla 7 CR OF	ands Sole Voting Power						
SHAR	o	0 Shared Voting Power						
OWNE	CH 9	0 Sole Dispositive Power						
REPOR' PERS		0						
WIT	10	O Shared Dispositive Power						

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0
Check if the Aggregate Amount in Row (11) Excludes Certain Shares

Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

CUSIP No.	Y75638	3109	13D	Page 14 of 35 pages
1	Names	of Re	porting Persons	
2			dings III GP Management L.L.C. opropriate Box if a Member of a Group	
3	SEC Us	e On	ly	
4	Source	of Fu	nds (See Instructions)	
5	OO Check is	f disc	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizens	ship o	or Place of Organization	
NUMBE	Delawa R OF	re 7	Sole Voting Power	
SHAR BENEFIC		8	0 Shared Voting Power	
OWNE	Н	9	1,869,200 Sole Dispositive Power	
REPOR' PERS WIT	ON	10	0 Shared Dispositive Power	

1,869,200

1	1	Aggregate	Amount B	Beneficiall	lv Owne	d bv E	ach Repo	orting I	Person

1,869,200

- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

OO (Delaware limited liability company)

CUSIP No	. Y75638	109	13D	Page 15 of 35 pages
1	Names o	of Re	porting Persons	
2			dings III GP L.P. opropriate Box if a Member of a Group	
3	SEC Use	e Onl	ly	
4	Source o	of Fu	nds (See Instructions)	
5	OO Check if	disc	losure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizensl	hip o	r Place of Organization	
NUMBE	Quebec ER OF	7	Sole Voting Power	
SHAR BENEFIC		8	0 Shared Voting Power	
OWNE EAC	H	9	1,869,200 Sole Dispositive Power	
REPOR' PERS WIT	ON	10	0 Shared Dispositive Power	

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

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- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

OO (Quebec société en command)

CUSIP No.	Y75638	109	13D	Page 16 of 35 pages		
1	Names of Reporting Persons					
2			lings III GP Sub L.L.C. opropriate Box if a Member of a Group			
3	SEC Use	e Onl	у			
4	Source o	of Fu	nds (See Instructions)			
	OO Check if	disc	losure of legal proceedings is required pursuant to Items 2(d) or 2(e)			
6	Citizens	hip o	r Place of Organization			
NUMBE	Delawai R OF	re 7	Sole Voting Power			
SHAR BENEFICI		8	0 Shared Voting Power			
OWNEI EAC	Н	9	1,869,200 Sole Dispositive Power			
REPOR' PERS	ON	10	0 Shared Dispositive Power			

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,869,200

- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

OO (Delaware limited liability company)

CUSIP N	No. Y756381	09	13D	Page 17 of 35 page						
1	Names of	Names of Reporting Persons								
2		Carlyle Holdings III L.P. Check the Appropriate Box if a Member of a Group (a) (b)								
3	SEC Use	Onl	y							
4	Source of	Source of Funds (See Instructions)								
5	OO Check if o	OO Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)								
6	Citizensh	Citizenship or Place of Organization								
NUMI	Quebec BER OF	7	Sole Voting Power							
SHARES BENEFICIALLY 0 8 Shared Voting			0 Shared Voting Power							
EA	ACH	9	1,869,200 Sole Dispositive Power							
PEI	ORTING RSON ITH	10	0 Shared Dispositive Power							

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,869,200

- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

OO (Quebec société en command)

CUSIP No	. Y75638	3109	13D	Page 18 of 35 page
1	Names o	of Re	porting Persons	
2			Cayman L.P. ppropriate Box if a Member of a Group	
3	SEC Use	e On	ly	
4	Source of	of Fu	nds (See Instructions)	
5	OO Check if	f disc	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizens	hip o	or Place of Organization	
NUMBE	Caymai R OF	n Isla 7	ands Sole Voting Power	
SHAR BENEFIC		8	0 Shared Voting Power	
OWNE		9	1,869,200 Sole Dispositive Power	
REPOR'			0	
WIT	Н	10	Shared Dispositive Power	

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,869,200

- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

CUSIP No	. Y75638	3109	13D	Page 19 of 35 page
1	Names o	of Re	porting Persons	
2			Cayman Sub, L.P. opropriate Box if a Member of a Group	
3	SEC Use	e Onl	ly	
4	Source of	of Fu	nds (See Instructions)	
5	OO Check if	disc	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizens	hip o	or Place of Organization	
NUMBE	Caymai CR OF	ı İsla 7	ands Sole Voting Power	
SHAR BENEFIC		8	0 Shared Voting Power	
OWNE		9	1,869,200 Sole Dispositive Power	
REPOR PERS			0	
WIT	Ή	10	Shared Dispositive Power	

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,869,200

- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

CUSIP No.	Y75638	109	13D	Page 20 of 35 page
1	Names o	of Re	porting Persons	
2	CP V S3 Check th		opropriate Box if a Member of a Group	
3	SEC Use	e Onl	y	
4	Source o	f Fu	nds (See Instructions)	
	OO Check if	disc	losure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizensl	hip o	r Place of Organization	
NUMBE	Caymar R OF	ı İsla 7	ands Sole Voting Power	
SHAR BENEFICI		8	0 Shared Voting Power	
OWNEI EAC	Н	9	1,869,200 Sole Dispositive Power	
PERSO	ON	10	0 Shared Dispositive Power	
WIT	Н		•	

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,869,200

- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

OO (Cayman Islands Exempted Company)

CUSIP No. Y75638109 13D Page 21 of 35 pages 1 Names of Reporting Persons TC Group V Cayman S3, L.P. 2 Check the Appropriate Box if a Member of a Group (a) (b) 3 SEC Use Only 4 Source of Funds (See Instructions) 00 5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) 6 Citizenship or Place of Organization **Cayman Islands** 7 Sole Voting Power **NUMBER OF SHARES** Shared Voting Power **BENEFICIALLY OWNED BY** 1,869,200 **EACH** 9 Sole Dispositive Power REPORTING **PERSON** 10 Shared Dispositive Power **WITH**

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,869,200

- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

CUSIP No	. Y75638	3109	13D	Page 22 of 35 page
1	Names o	of Re	porting Persons	
2			oners V Cayman TE, L.P. opropriate Box if a Member of a Group	
3	SEC Use			
4	Source of	of Fu	nds (See Instructions)	
5	OO Check if	disc	losure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizens	hip o	r Place of Organization	
NUMBI	Caymar ER OF	ı İsla 7	ands Sole Voting Power	
SHAI BENEFIC		8	0 Shared Voting Power	
OWNE	CH	9	1,869,200 Sole Dispositive Power	
REPOR PERS WIT	ON	10	0 Shared Dispositive Power	

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,869,200

- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

CUSIP No	. Y75638109	13D	Page 23 of 35 pages
1	Names of Re	eporting Persons	
2	CAP III S3 I Check the Ap	ppropriate Box if a Member of a Group	
3	SEC Use Onl	ly	
4	Source of Fu	nds (See Instructions)	
5	OO Check if disc	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizenship o	or Place of Organization	
NUMBE	Cayman Isla 7 CR OF	ands Sole Voting Power	
SHAR	o	0 Shared Voting Power	
OWNE	CH 9	0 Sole Dispositive Power	
REPOR PERS WIT	ON 10	0 Shared Dispositive Power	

- 11 Aggregate Amount Beneficially Owned by Each Reporting Person

 0
 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

 13 Percent of Class Represented by Amount in Row (11)

 0%
 14 Type of Reporting Person
 - **OO** (Cayman Islands Exempted Company)

. Y75638109	13D	Page 24 of 35 pages
Names of Re	eporting Persons	
Check the A	ppropriate Box if a Member of a Group	
SEC Use On	ıly	
Source of Fu	ands (See Instructions)	
OO Check if disc	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
Citizenship o	or Place of Organization	
7	ands Sole Voting Power	
Q	0 Shared Voting Power	
сн 9	0 Sole Dispositive Power	
ON 10	0 Shared Dispositive Power	
	CAP III Ge Check the A (a) (b) SEC Use On Source of Fu OO Check if disc Citizenship of Cayman Isla 7 CR OF RES IALLY D BY TING	Names of Reporting Persons CAP III General Partner S3, L.P. Check the Appropriate Box if a Member of a Group (a) (b) SEC Use Only Source of Funds (See Instructions) OO Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) Citizenship or Place of Organization Cayman Islands 7 Sole Voting Power CR OF RES 0 IALLY 8 Shared Voting Power TING ON 0 10 Shared Dispositive Power

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

CUSIP No	. Y75638109	13D	Page 25 of 35 pages
1	Names of Re	porting Persons	
2		ritime AIV, L.P. ppropriate Box if a Member of a Group	
3	SEC Use On	ly	
4	Source of Fu	nds (See Instructions)	
5		closure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizenship o	or Place of Organization	
NUMBI	Cayman Isla 7 ER OF	ands Sole Voting Power	
SHAI BENEFIC	Q	0 Shared Voting Power	
OWNE		0	
EA(9	Sole Dispositive Power	
REPOR	TING		
PERS		0	
WIT	'H 10	Shared Dispositive Power	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

CUSIP No	. Y75638109	13D	Page 26 of 35 pages
1	Names of Re	eporting Persons	
2		ht Finance Asia Co-Investment Partners, L.P. ppropriate Box if a Member of a Group	
3	SEC Use On	ly	
4	Source of Fu	ands (See Instructions)	
5	OO Check if disc	closure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizenship o	or Place of Organization	
NUMBF	Cayman Isla 7 CR OF	ands Sole Voting Power	
SHAF	Q	0 Shared Voting Power	
OWNE EAC	CH 9	0 Sole Dispositive Power	
REPOR PERS WIT	ON 10	0 Shared Dispositive Power	

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0
Check if the Aggregate Amount in Row (11) Excludes Certain Shares

Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

CUSIP No.	Y756381	09 13D	Page 27 of 35 page
1	Names of	Reporting Persons	
2		ea Holdings Limited Appropriate Box if a Member of a Group (b)	
3	SEC Use	Only	
4	Source of	Funds (See Instructions)	
	OO Check if d	disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	
6	Citizenshi	p or Place of Organization	
NUMBE	Cayman l	Islands 7 Sole Voting Power	
SHAR BENEFICI		0 8 Shared Voting Power	
OWNEI EAC	Н	1,869,200 9 Sole Dispositive Power	
REPOR'		0	
WIT	H 1	Shared Dispositive Power	

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,869,200

- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
- Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

OO (Cayman Islands Exempted Company)

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Explanatory Note

This Amendment No. 1 to Schedule 13D (Amendment No. 1) amends and supplements the Schedule 13D filed with the United States Securities and Exchange Commission (the SEC) on April 20, 2018 (as amended to date, the Schedule 13D), relating to the Series D Preferred Shares, par value \$0.01 per share (the Series D Preferred Shares), of Seaspan Corporation, a corporation organized under the laws of the Republic of the Marshall Islands (the Issuer). Capitalized terms used herein without definition shall have the meaning set forth in the Schedule 13D.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and supplemented by adding the following subparagraph to the list of Reporting Persons:

27) Carlyle Sea Holdings Limited

The previously defined terms, Reporting Person , Reporting Persons , and Carlyle Cayman Entities are hereby amended to include Carlyle Sea Holdings Limited.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is amended and supplemented by adding the following:

On June 13, 2018, each of CP V Coinvestment A Cayman, L.P., CP V Coinvestment B Cayman, L.P., CAP III Co-Investment, L.P., CAP III Maritime AIV, L.P., Carlyle Partners V Cayman TE, L.P. and Carlyle-Eight Finance Asia Co-Investment Partners, L.P. (the prior record holders) transferred all Series D Preferred Shares held by them to Carlyle Sea Holdings Limited for no consideration. As a result, Carlyle Sea Holdings Limited became a party to, and succeeded to the rights of the prior record holders under, the Registration Rights Agreement and the Put Right Agreement.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) (b)

The following sets forth, as of the date of this Schedule 13D, the aggregate number of Series D Preferred Shares and percentage of Series D Preferred Shares beneficially owned by each of the Reporting Persons, as well as the number of Series D Preferred Shares as to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition of, or shared power to dispose or to direct the disposition of, as of the date hereof, based on 7,017,313 shares of Series D Preferred Shares outstanding as of March 31, 2018.

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	Amount beneficially		direct the	Shared power to vote or to direct the	or to direct the	the
Reporting Person	owned	of class	vote		disposition	_
Carlyle Group Management L.L.C.	1,869,200	26.6%		1,869,200	0	1,869,200
The Carlyle Group L.P.	1,869,200	26.6%		1,869,200	0	1,869,200
Carlyle Holdings II GP L.L.C.	0	0%		0	0	0
Carlyle Holdings II L.P.	0	0%	0	0	0	0
TC Group Cayman Investment Holdings,						
L.P.	0	0%	0	0	0	0
TC Group Cayman Investment Holdings Sub						
L.P.	0	0%	0	0	0	0
CP V General Partner, L.L.C.	0	0%	0	0	0	0
TC Group V Cayman, L.P.	0	0%	0	0	0	0
CP V Coinvestment A Cayman, L.P.	0	0%	0	0	0	0
CP V Coinvestment B Cayman, L.P.	0	0%	0	0	0	0
CAP III, L.L.C.	0	0%	0	0	0	0
CAP III General Partner, L.P.	0	0%	0	0	0	0
CAP III Co-Investment, L.P.	0	0%	0	0	0	0
Carlyle Holdings III GP Management L.L.C.	1,869,200	26.6%	0	1,869,200	0	1,869,200
Carlyle Holdings III GP L.P.	1,869,200	26.6%	0	1,869,200	0	1,869,200
Carlyle Holdings III GP Sub L.L.C.	1,869,200	26.6%	0	1,869,200	0	1,869,200
Carlyle Holdings III L.P.	1,869,200	26.6%	0	1,869,200	0	1,869,200
TC Group Cayman L.P.	1,869,200	26.6%	0	1,869,200	0	1,869,200
TC Group Cayman Sub, L.P.	1,869,200	26.6%	0	1,869,200	0	1,869,200
CP V S3 GP, Ltd.	1,869,200	26.6%	0	1,869,200	0	1,869,200
TC Group V Cayman S3, L.P.	1,869,200	26.6%	0	1,869,200	0	1,869,200
Carlyle Partners V Cayman TE, L.P.	1,869,200	26.6%	0	1,869,200	0	1,869,200
CAP III S3 Ltd.	0	0%	0	0	0	0
CAP III General Partner S3, L.P.	0	0%	0	0	0	0
CAP III Maritime AIV, L.P.	0	0%	0	0	0	0
Carlyle-Eight Finance Asia Co-Investment						
Partners, L.P.	0	0%	0	0	0	0
Carlyle Sea Holdings Limited	1,869,200	26.6%	0	1,869,200	0	1,869,200

The Series D Preferred Shares are held of record by Carlyle Sea Holdings Limited.

Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings III GP Management L.L.C., which is the general partner of Carlyle Holdings III GP L.P., which is the sole member of Carlyle Holdings III GP Sub L.L.C., which is the general partner of Carlyle Holdings III L.P., which is the general partner of TC Group Cayman L.P., which is the general partner of TC Group Cayman Sub, L.P., which is the sole shareholder of CP V S3 GP, Ltd., which is the general partner of TC Group V Cayman S3, L.P., which is the general partner of Carlyle Partners V Cayman TE, L.P., which is the majority stockholder of Carlyle Sea Holdings Limited.

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- (c) Except as described in Item 4, during the past 60 days none of the Reporting Persons or Related Persons has effected any transactions in the Series D Preferred Shares.
- (d) None.
- (e) As of June 13, 2018, Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., CP V General Partner, L.L.C., TC Group V Cayman, L.P., CP V Coinvestment A Cayman, L.P., CP V Coinvestment B Cayman, L.P., CAP III, L.L.C., CAP III General Partner, L.P., CAP III Co-Investment, L.P., CAP III S3 Ltd., CAP III General Partner S3, L.P., CAP III Maritime AIV, L.P., and Carlyle-Eight Finance Asia Co-Investment Partners, L.P. ceased to be the beneficial owner of more than five percent of the Series D Preferred Shares of the Issuer.

Item 7. Materials to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended to replace the Joint Filing Agreement previously filed as Exhibit 1 with the Joint Filing Agreement filed herewith.

Exhibit		
Number		Description
1	Joint Filing Agreement.	

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 15, 2018

CARLYLE GROUP MANAGEMENT L.L.C.

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus

THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus

CARLYLE HOLDINGS II GP L.L.C.

By: The Carlyle Group L.P., its managing member

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus

CARLYLE HOLDINGS II L.P.

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus

TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.

By: Carlyle Holdings II L.P., its general partner

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus

TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P.

By: TC Group Cayman Investment Holdings, L.P., its general partner

By: Carlyle Holdings II L.P., its general partner

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus CUSIP No. Y75638109 Page 32 of 35 pages

CP V General Partner, L.L.C.

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus

TC Group V Cayman, L.P.

By: /s/ Jeremy W. Anderson Name: Jeremy W. Anderson Title: Authorized Person

CP V Coinvestment A Cayman, L.P.

By: TC Group V Cayman, L.P., its general partner

By: /s/ Jeremy W. Anderson Name: Jeremy W. Anderson Title: Authorized Person

CP V Coinvestment B Cayman, L.P.

By: TC Group V Cayman, L.P., its general partner

By: /s/ Jeremy W. Anderson Name: Jeremy W. Anderson Title: Authorized Person

CAP III, L.L.C.

By: TC Group Cayman Investment Holdings Sub L.P.

By: TC Group Cayman Investment Holdings, L.P., its general partner

By: Carlyle Holdings II L.P., its general partner

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus

CAP III General Partner, L.P.

By: /s/ Norma R. Kuntz Name: Norma R. Kuntz Title: Authorized Person CUSIP No. Y75638109 Page 33 of 35 pages

CAP III Co-Investment, L.P.

By: CAP III General Partner, L.P., its general partner

By: /s/ Norma R. Kuntz Name: Norma R. Kuntz Title: Authorized Person

CARLYLE HOLDINGS III GP MANAGEMENT L.L.C.

By: The Carlyle Group L.P., its sole manager By: Carlyle Group Management L.L.C., its general partner

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus

Carlyle Holdings III GP L.P.

By: Carlyle Holdings III GP Management L.L.C., its general partner

By: The Carlyle Group L.P., its sole manager By: Carlyle Group Management L.L.C., its general partner

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus

Carlyle Holdings III GP Sub L.L.C.

By: Carlyle Holdings III GP L.P., its sole manager

By: Carlyle Holdings III GP Management L.L.C., its general partner

By: The Carlyle Group L.P., its sole manager By: Carlyle Group Management L.L.C., its general partner

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus

Carlyle Holdings III L.P.

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus

TC Group Cayman L.P.

By: Carlyle Holdings III L.P., its general partner

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus CUSIP No. Y75638109 Page 34 of 35 pages

TC Group Cayman Sub, L.P.

By: TC Group Cayman L.P. its general partner By: Carlyle Holdings III L.P., its general partner

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus

CP V S3 GP, Ltd.

By: /s/ Jeremy W. Anderson Name: Jeremy W. Anderson Title: Authorized Person

TC Group V Cayman S3, L.P.

By: /s/ Jeremy W. Anderson Name: Jeremy W. Anderson Title: Authorized Person

Carlyle Partners V Cayman TE, L.P.

By: TC Group V Cayman S3, L.P., its general partner

By: /s/ Jeremy W. Anderson Name: Jeremy W. Anderson Title: Authorized Person

CAP III S3 Ltd.

By: /s/ Daniel A. D Aniello Name: Daniel A. D Aniello Title: Chairman Emeritus

CAP III General Partner S3, L.P.

By: /s/ Norma R. Kuntz Name: Norma R. Kuntz

Title: Authorized Person

CAP III Maritime AIV, L.P.

By: CAP III General Partner S3, L.P., its general partner

By: /s/ Norma R. Kuntz Name: Norma R. Kuntz Title: Authorized Person CUSIP No. Y75638109 Page 35 of 35 pages

Carlyle-Eight Finance Asia Co-Investment Partners, L.P.

By: CAP III General Partner S3, L.P., its general partner

By: /s/ Norma R. Kuntz Name: Norma R. Kuntz Title: Authorized Person

Carlyle Sea Holdings Limited

By: /s/ Norma R. Kuntz Name: Norma R. Kuntz

Title: Director